

McCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW

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1891-1972

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April 6, 1989

9-096A027

Secretary
Interstate Commerce Commission
Washington, D.C.

16270
RECORDATION NO. FILED 1425

APR 6 1989 - 12 25 PM

Dear Madam:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder is three (3) executed counterparts and one true and correct copy of a Bill of Sale dated April 4, 1989.

A general description of the railroad equipment covered by by the enclosed document is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
	Model U-30-C,	8	BN5825
	3000 H.P. Diesel-		BN5828
	Electric Locomotives		BN5830
	Manufactured by		BN5929
	General Electric		BN5931
	Company		BN5932
			BN5934
			BN5937

The names and addresses of the parties to the enclosed document are:

BUYER:

Exchange National Bank of Chicago
LaSalle and Adams Streets
Chicago, IL 60690

The First Pennsylvania Bank and Trust
Company, as Agent
15th and Chestnut Streets
Philadelphia, PA 19101

Attention: Corporate Trust Department

SELLER:

APR 6 12 16 PM '89
MOTOR OPERATING UNIT

John A. McCann
Charles R. Burke
Edward C. Wachter, Jr.
Stephen Jurman
Michael J. Woodring
Thea G. Evankovich
Ewing C. Bashor
Gretchen G. Donaldson
Bernard J. Bercik, Jr.

A fee of \$ 13.00 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Bill of Sale from The First Pennsylvania Bank and Trust Company as agent, to Exchange National Bank of Chicago, as Trustee, dated April 4, 1989 covering 8 railroad locomotives, numbered BN5825, BN5828, BN5830, BN5929, BN5931, BN5932, BN5934 and BN5937.

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

McCANN, GARLAND, RIDALL & BURKE

By *McCann Garland Ridall & Burke*

Enclosure

07LT31/22
4589-1620

Interstate Commerce Commission
Washington, D.C. 20423

4.6.89

OFFICE OF THE SECRETARY

McCann Garland Ridall & Burke
Suite 4000
300 Smithfield Street
Pittsburgh, PA. 15222

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4.6.89 at 12:25pm, and assigned recordation number(s). 16270

7475-B
7477-B

Sincerely yours,

Nesta L. McEwen
Secretary

Enclosure(s)

APR 6 1989 -12 25 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL TO WHOM THESE PRESENTS SHALL COME, that the Under-signed, (the Seller), for good and valuable consideration to it paid by or on behalf of Exchange National Bank of Chicago, a national banking association as Trustee under a Trust Agreement dated as of April 1, 1974 with Westinghouse Credit Corporation, (the Purchaser), does hereby grant, convey, bargain, sell, transfer and deliver unto the Purchaser, its successors and assigns, "AS IS" and "WHERE IS", all of the Seller's right, title and interest of whatever nature and kind, in and to the equipment described below ("Equipment") on Exhibit A attached hereto and made a part hereof.

TO HAVE AND TO HOLD the Equipment unto the Purchaser, its successors and assigns, forever.

The Seller warrants to the Purchaser, its successors and assigns that on the date hereof Seller is the lawful owner of certain interests and rights in and to the Equipment pursuant to the Finance Agreement dated as of April 1, 1974, among Burlington Northern Inc. ("BN") and the parties named in Schedule A thereto ("Participants") and Seller ("Finance Agreement") and the Conditional Sale Agreement dated as of April 1, 1974 among General Electric Company ("Builder") and BN and Purchaser, as assigned to Seller pursuant to the Agreement and Assignment dated as of April 1, 1974 between Builder and Seller ("Agreement and Assignment") free and clear of all claims, liens, encumbrances, security interests and rights of others of any nature whatsoever and that Seller has the right to sell its rights and interests in the Equipment.

SELLER DOES NOT, EXCEPT AS SET FORTH ABOVE, WARRANT THE EQUIPMENT SOLD HEREUNDER IN ANY RESPECT, EITHER EXPRESSLY OR BY IMPLICATION, AND WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, SELLER EXPRESSLY DISCLAIMS ANY IMPLIED WARRANTY OF MERCHANTABILITY, FITNESS OR ADEQUACY FOR ANY PURPOSE OR USE, QUALITY, PRODUCTIVENESS OR CAPACITY OF SAID EQUIPMENT. The

Seller hereby sells, assigns and transfers to the Purchaser all such rights and benefits as the Seller may now or hereafter have under any warranty, guarantee or indemnity with respect to the Equipment against any manufacturer or supplier thereof or any part thereof, or any contractor or subcontractor of any such manufacturer or supplier.

This Bill of Sale shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, the Undersigned has caused this instrument to be executed by its duly authorized officer this 4th day of April, 1989.

ATTEST:

THE FIRST PENNSYLVANIA BANKING
AND TRUST COMPANY, AS AGENT

Name: Shirley A. Barbaras
Title: Asst SECRETARY

(CORPORATE SEAL)

By: [Signature]
Title: ASSISTANT VICE PRESIDENT

0755/N

STATE OF Pennsylvania)
COUNTY OF Philadelphia) SS:

On this 4th day of April, 1989, before me,
personally appeared C. HROMYCH to me personally
known, who being by me duly sworn, says that he is a
ASSISTANT VICE PRESIDENT of THE FIRST PENNSYLVANIA BANKING AND TRUST
COMPANY, that the seal affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed on behalf of said corporation by authority of
its Board of Directors; and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.

Lynne N. McCorry
Notary Public

(SEAL)

NOTARIAL SEAL
LYNNE N. MCCORRY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 2, 1990

0755/N

EXHIBIT A

DESCRIPTION OF EQUIPMENT:

Eight (8) General Electric Company, Model U-30-C, 3000 H.P.
Diesel-Electric Locomotives

BN 5825

BN 5828

BN 5830

BN 5929

BN 5931

BN 5932

BN 5934

BN 5937

0754/N